

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
GARRETT MOTION INC., <i>et al.</i> , ¹	:	Case No. 20-12212 (MEW)
	:	
Debtors.	:	Jointly Administered
	:	
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**ORDER GRANTING APPLICATION OF DEBTORS AND DEBTORS IN POSSESSION
FOR ENTRY OF AN ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF
QUINN EMANUEL URQUHART & SULLIVAN, LLP AS SPECIAL COUNSEL
PURSUANT TO BANKRUPTCY CODE SECTIONS 327(e), 328(a), AND 1107(b) , *NUNC
PRO TUNC* TO THE PETITION DATE AND NOTICE OF OPPORTUNITY FOR
HEARING**

Upon the application (the “Application”)² of the above captioned debtors and debtors in possession (the “Debtors”) for entry of an order (this “Order”), (a) authorizing the Debtors to employ and retain Quinn Emanuel Urquhart & Sullivan, LLP (“Quinn Emanuel”) as special counsel in connection with the adversary proceeding titled *Garrett Motion, Inc. et al. v. Honeywell International Inc. et al.*, Adv. Pro. No. 20-1223 (the “Honeywell Action”), and any claims, defenses, appeals, contested matters, or other proceedings, or portions of the foregoing, arising in or relating to that action or any claims that Honeywell International Inc. and its affiliates (collectively “Honeywell”) have or may assert against the bankruptcy estates or that may be asserted by the bankruptcy estates against Honeywell (collectively, the “Honeywell Claims”); and

¹ The last four digits of Garrett Motion Inc.’s tax identification number are 3189. Due to the large number of debtor entities in these Chapter 11 Cases, which are being jointly administered, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <http://www.kccllc.net/garrettmotion>. The Debtors’ corporate headquarters is located at La Pièce 16, Rolle, Switzerland.

² Capitalized terms used in this Order but not immediately defined have the meanings given to them in the Application.



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(b) granting related relief, all as more fully set forth in the Application; and upon the Scheck Declaration attached as **Exhibit B** to the Application; and upon the Maironi Declaration attached as **Exhibit C** to the Application; and upon the Supplemental Declaration of Matthew Scheck filed on October 16, 2020 [ECF 204]; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference dated January 31, 2012, and this Court having found that it may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Application is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having found that the Debtors' notice of the Application and opportunity for a hearing on the Application were appropriate under the circumstances and that no other notice need be provided; and this Court having reviewed the Application and having heard the statements in support of the relief requested therein at a hearing before this Court (the "Hearing"); and this Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Application is granted as set forth in this Order.
2. Pursuant to Bankruptcy Code sections 327(e), 328(a), and 1107(b), Debtors are hereby authorized to retain Quinn Emanuel as special counsel on the terms set forth in the Application and the Scheck Declaration, effective *nunc pro tunc* to the Petition Date.
3. Quinn Emanuel shall use its best efforts to avoid any duplication of services provided by any of the Debtors' other retained professionals in these chapter 11 cases.

4. Quinn Emanuel shall be compensated for fees and reimbursed for reasonable and necessary expenses and will file interim and final fee applications for allowance of its compensation and expenses in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules, the Amended Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals, dated December 21, 2010, the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York, dated January 29, 2013 (General Order M-447), and any orders entered in these chapter 11 cases governing professional compensation and reimbursement for services rendered and charges and disbursements incurred.

5. Prior to the implementation of any increases in the hourly rates set forth in the Application and the Scheck Declaration, Quinn Emanuel shall file a supplemental declaration with this Court and provide ten (10) business days' notice to the Debtors, the U.S. Trustee and any statutory committee appointed in these chapter 11 cases, which declaration shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and state whether the Debtors have consented to such rate increases. The U.S. Trustee retains all rights to object to any rate increase on all grounds, including the reasonableness standard set forth in section 330 of the Bankruptcy Code, and this Court retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

6. Quinn Emanuel shall apply any remaining amounts of its prepetition retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to the first order of the Court awarding fees and expenses to Quinn Emanuel.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Application.

8. To the extent that this Order is inconsistent with the Application, the terms of this Order shall govern.

9. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: October 26, 2020
New York, New York

s/Michael E. Wiles
United States Bankruptcy Judge